

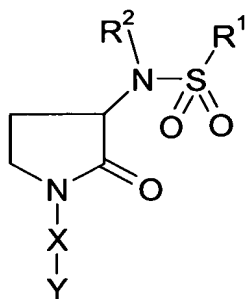
**Amendments To The Claims:**

This listing of claims will replace all prior versions, and listings, of claims in the application:

**In the Claims:**

What is claimed is:

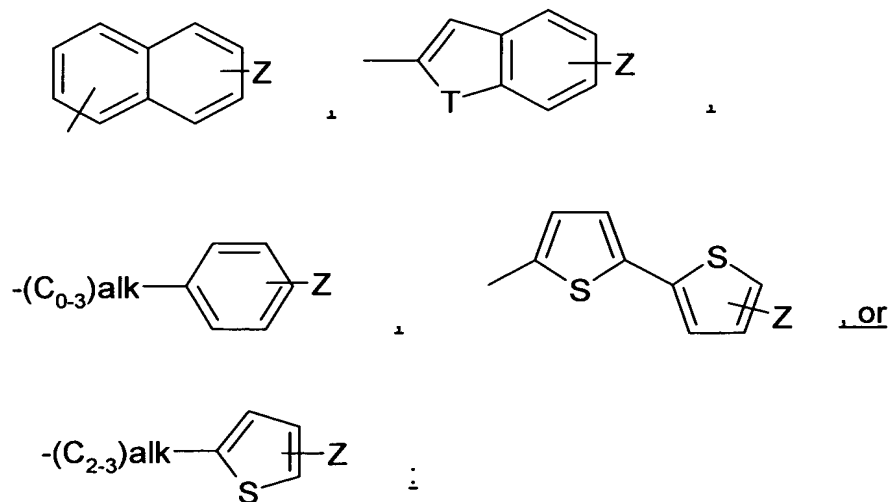
1. (Currently amended) A compound of formula (I):



(I)

wherein:

R<sup>1</sup> represents a group selected from:



each ring of which optionally ~~contains~~ includes a further heteroatom N,  
 Z represents an optional substituent halogen,  
 alk represents alkylene or alkenylene,  
 T represents S, O or NH;

$R^2$  represents  $-C_{1-6}\text{alkyl}$ ,  $-C_{1-3}\text{alkylCN}$ ,  $-C_{0-3}\text{alkyl}R^c$ ,  $-C_{1-3}\text{alkyl}R^f$ ,  $-C_{2-3}\text{alkyl}NR^aR^b$ ,  $-C_{2-3}\text{alkylOC}_{1-6}\text{alkyl}$ ,  $-C_{2-3}\text{alkylOC}_{1-3}\text{alkylCONR}^aR^b$ , with the proviso that  $R^2$  does not represent  $C_{2-3}\text{alkylmorpholino}$ ;

$R^a$  and  $R^b$  independently represent hydrogen,  $-C_{1-6}\text{alkyl}$ , or together with the N atom to which they are bonded form a 5-, 6- or 7- membered non-aromatic heterocyclic ring optionally ~~containing~~ consisting of an additional heteroatom selected from O, N or  $S(O)_n$ , optionally substituted by  $-C_{1-4}\text{alkyl}$ , ~~and optionally the S heteroatom is substituted by O i.e. represents  $S(O)_n$ ;~~

$R^c$  represents  $-C_{3-6}\text{cycloalkyl}$ ;

$R^f$  represents phenyl or a 5- or 6- membered aromatic heterocyclic ring, containing at least one heteroatom selected from O,  $N(O)_m$  or  $S(O)_n$ , optionally substituted by 0 to 2 groups selected from  $-C_{1-4}\text{alkyl}$  or  $-NH_2$ , ~~and optionally the S or N heteroatom is substituted by O, i.e. represents  $S(O)_n$  or N oxide;~~

n represents 0-2;

m represents 0 or 1;

X represents phenyl or a 5- or 6- membered aromatic heterocyclic group containing at least one heteroatom selected from O, N or S, each of which is optionally substituted by 0-2 groups selected from: halogen,  $-C_{1-4}\text{alkyl}$ ,  $-C_{2-4}\text{alkenyl}$ ,  $-CN$ ,  $-CF_3$ ,  $-NR^aR^b$ ,  $-C_{0-4}\text{alkylOR}^e$ ,  $-C(O)R^d$  and  $-C(O)NR^aR^b$ ;

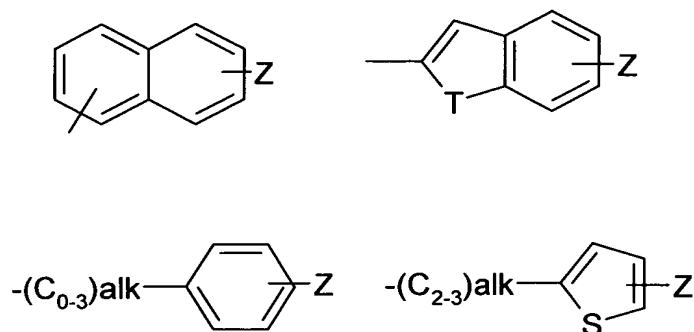
$R^e$  represents hydrogen or  $-C_{1-6}\text{alkyl}$ ;

Y represents a substituent selected from hydrogen, halogen,  $-C_{1-4}\text{alkyl}$ ,  $-C_{2-4}\text{alkenyl}$ ,  $-NR^aR^b$ ,  $-NO_2$ ,  $-C(O)NR^aR^b$ ,  $-N(C_{1-4}\text{alkyl})(CHO)$ ,  $-NHCOC_{1-4}\text{alkyl}$ ,  $-NHSO_2R^d$ ,  $-C_{0-4}\text{alkylOR}^e$ ,  $-C(O)R^d$ ,  $-S(O)_nR^d$ , or  $-S(O)_2NR^aR^b$ ;

$R^d$  represents  $-C_{1-6}\text{alkyl}$ ;

~~and/or~~ a pharmaceutically acceptable derivative thereof.

2. (Currently amended) A compound according to claim 1 wherein  $R^1$  represents a group selected from:



each ring of which optionally ~~contains~~ includes a further heteroatom N,  
 Z represents an optional substituent halogen,  
 alk represents alkylene or alkenylene, and  
 T represents S, O or NH.  
~~and/or pharmaceutically acceptable derivative thereof.~~

3. (Currently amended) A compound according to claim 1 ~~or claim 2~~ wherein  $R^2$  represents  $-C_{1-6}alkyl$ ,  $-C_{0-3}alkylR^c$ ,  $C_{1-3}alkylR^f$ ,  $-C_{2-3}alkylNR^aR^b$ ,  $-C_{2-3}alkylOC_{1-6}alkyl$ , or  $-C_{2-3}alkylOC_{1-3}alkylCONR^aR^b$  ~~and/or pharmaceutically acceptable derivative thereof.~~

4. (Currently amended) A compound according to ~~any one of~~ claims 1-3 wherein X represents phenyl or a 5 or 6 membered aromatic heterocyclic group containing consisting of at least one heteroatom selected from O, N or S, each of which is optionally substituted by 0-2 groups selected from: halogen,  $-C_{1-4}alkyl$  or  $-NR^aR^b$ .

5. (Currently amended) A compound according to ~~any one of~~ claims 1-4 wherein Y represents a substituent selected from  $-C(O)NR^aR^b$ ,  $-S(O)_nR^d$ ,  $-S(O)_2NR^aR^b$ ,  $-N(C_{1-4}alkyl)(CHO)$  or  $-NHSO_2R^d$  ~~and/or pharmaceutically acceptable derivative thereof.~~

6. (Currently amended) A compound ~~according to claim 1~~ selected from:  
 4-((3S)-3-[[[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl](cyclopropylmethyl)amino]-2-oxo-1-pyrrolidinyl)-3-fluoro-N,N-dimethylbenzamide;  
 4-((3S)-3-[[[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl][3-(dimethylamino)propyl]amino]-2-oxo-1-pyrrolidinyl)-3-fluoro-N,N-dimethylbenzamide;  
 4-((3S)-3-[[[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl][2-(dimethylamino)ethyl]amino]-2-oxo-1-pyrrolidinyl)-3-fluoro-N,N-dimethylbenzamide;

4-[(3S)-3-({2-[(2-Amino-2-oxoethyl)oxy]ethyl}{[(1E)-2-(5-chloro-2-thienyl)-1-propen-1-yl]sulfonyl}amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl}(cyclopentyl)amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl}{(1-methyl-1H-imidazol-2-yl)methyl}amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl}(1-methylethyl)amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl}(2-pyridinylmethyl)amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl}{(3,5-dimethyl-4-isoxazolyl)methyl}amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl}[2-(methyloxy)ethyl]amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl}{2-[(1,1-dimethylethyl)oxy]ethyl}amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(3-Amino-2-pyrazinyl)methyl}{[(1E)-2-(5-chloro-2-thienyl)-1-propen-1-yl]sulfonyl}amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 4-[(3S)-3-({[(1E)-2-(5-Chloro-2-thienyl)-1-propen-1-yl]sulfonyl}(methyl)amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide; and  
 4-[(3S)-3-({[(E)-2-(5-chloro-2-thienyl)ethenyl]sulfonyl}(methyl)amino)-2-oxo-1-pyrrolidinyl]-3-fluoro-*N,N*-dimethylbenzamide;  
 and/or a pharmaceutically acceptable derivative thereof.

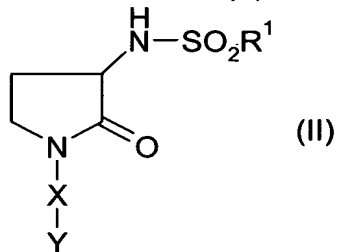
7. Cancelled.

8. (Currently amended) A pharmaceutical composition comprising a compound according to ~~any one of claims 1-6 and/or pharmaceutically acceptable derivative thereof~~ together with at least one pharmaceutical carrier and/or excipient.

9. Cancelled.

10. (Currently amended) A method of treating a patient suffering from a condition susceptible to amelioration by a Factor Xa inhibitor comprising administering a therapeutically effective amount of a compound according to ~~any one of claims 1-6 and/or pharmaceutically acceptable derivative thereof~~.

11. (Original) A process for preparing a compound of formula (I) which comprises reacting a compound of formula (II) with a compound of formula (III):



where  $R^2$  is  $-C_{1-6}$ alkyl,  $-C_{1-3}$ alkylCN,  $-C_{0-3}$ alkyl $R^c$ ,  $-C_{1-3}$ alkyl $R^f$ ,  $-C_{2-3}$ alkyl $NR^aR^b$ ,  $-C_{2-3}$ alkyl $OC_{1-6}$ alkyl,  $-C_{2-3}$ alkyl $OC_{1-3}$ alkyl $CONR^aR^b$ , with the proviso that  $R^2$  does not represent  $C_{2-3}$ alkylmorpholino, and T is a suitable leaving group.